

3  
**HELM**  
**FINANCIAL CORPORATION**

VIA AIR COURIER

January 21, 1998

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 17858-A

FILED

FEB 3 '98

1-50PM

RE: Termination Agreement dated May 1, 1994 by Union Pacific Railroad Company  
("Lease Termination").

Dear Mr. Williams:

On behalf of The Kansas City Southern Railway Company, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Three (3) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: The Kansas City Southern Railway Company  
114 West Eleventh Street  
Kansas City, MO 64105

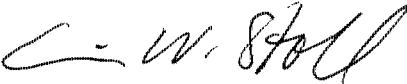
Name and Address of Lessee: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179

Equipment: Forty-two (42), railcars as more fully described in the Lease Termination attached hereto.

Previous STB Filing: Memorandum of Lease filed under Recordation No. 17858.

Please file the Lease Termination as a supplementary document under Recordation No. 17858-A and return one (2) endorsed original to my attention. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

  
Eric W. Stoll  
Document Administrator

/es  
Enclosures (3)

FEB 3 '98 1-50PM

TERMINATION AGREEMENT

THIS AGREEMENT ("Agreement") to terminate the Lease of Railroad Equipment dated as of May 18, 1992, as amended (the "Lease"), between **KANSAS CITY SOUTHERN RAILWAY COMPANY**, as assignee of SouthRail Corporation ("Lessor") and **UNION PACIFIC RAILROAD COMPANY** ("Lessee") is made as of May 1, 1994 between Lessor and Lessee.

R E C I T A L S:

- A. Lessor and Lessee are parties to the Lease pursuant to which the forty-two (42), 100-ton, 2,970 cubic foot capacity, covered hopper railcars bearing the reporting mark and numbers CHTT 200200-200241 (the "Units") were leased by Lessor to Lessee.
- B. The parties desire to terminate the Lease for the Units.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree to the following:

1. The Lease shall be deemed to have terminated as of March 3, 1994.
2. Any obligations under the Lease with respect to the Units incurred prior to such termination shall survive the termination of the Lease with respect to such Units. Any obligations of either party, the terms of which provide that they shall survive termination of the Lease, shall survive, including without limitation indemnity obligations.

IN WITNESS THEREOF, Lessor and Lessee each pursuant to due authority have caused this Agreement to be signed in their respective corporate names as of May 1, 1994.

LESSOR

LESSEE

THE **KANSAS CITY SOUTHERN RAILWAY COMPANY**

**UNION PACIFIC RAILROAD COMPANY**

By: Robert H. Berry  
 Print Name: Robert H. Berry  
 Title: CFD

By: Charles R. Eisele  
 Print Name: Charles R. Eisele  
 Title: Vice President-Purchasing

APPROVED AS TO FORM

R. B. Berry

cm

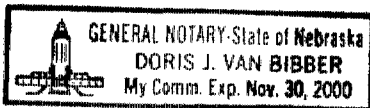
STATE OF NEBRASKA       )  
                                  ) S.S.  
COUNTY OF DOUGLAS     )

On June 18, 1997, before me, Doris J. Van Bibber  
personally appeared Charles R. Eisele, VP-Purchasing  
of UNION PACIFIC RAILROAD COMPANY,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



[Notarial Seal]

Doris J. Van Bibber  
SIGNATURE OF THE NOTARY

STATE OF MISSOURI     )  
                                  ) S.S.  
COUNTY OF JACKSON   )

On October 13, 1997, before me, Patricia A. Sexson  
personally appeared Robert H. Berry, Chief Financial Officer of  
~~THE~~ KANSAS CITY SOUTHERN RAILWAY COMPANY,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person~~(s)~~ whose name~~(s)~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she~~/they executed the same in his/~~her~~/their authorized capacity ~~(ies)~~, and that by his/~~her~~/their signature~~(s)~~ on the instrument ~~the person(s)~~, or the entity upon behalf of which the person~~(s)~~ acted, executed the instrument.

Witness my hand and official seal.

Patricia A. Sexson  
SIGNATURE OF THE NOTARY

[Notarial Seal]

PATRICIA A SEXSON  
NOTARY PUBLIC STATE OF MISSOURI  
JACKSON COUNTY  
MY COMMISSION EXP. OCT. 22, 1998